

6

RECORDATION NO. 20950 FILED

OCT 22 '97

11-35 AM

ALVORD AND ALVORD

ATTORNEYS AT LAW

918 SIXTEENTH STREET, N.W.

SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 22, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Mortgage and Security Agreement (CSXT 1997-A), dated October 16, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Security Trustee: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21203

Borrower: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Security Agreement.

RECEIVED
SURFACE TRANSPORTATION
BOARD

OCT 22 11 35 AM '97

File.
County Parts -

Mr. Vernon A. Williams
October 22, 1997
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

OCT 22 '97

11-35 AM

MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT
(CSXT 1997-A)

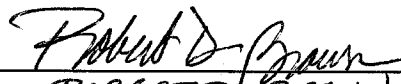
Memorandum of Mortgage and Security Agreement, made and entered into on October 16, 1997 by and between The First National Bank of Maryland, a national banking association, as security trustee ("*Security Trustee*"), and CSX Transportation, Inc., a Virginia corporation ("*Borrower*").

WITNESSETH:

The undersigned have entered into that certain Mortgage and Security Agreement (CSXT 1997-A) (the "*Mortgage*"), dated October 22, 1997, by which the Borrower has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Security Trustee in order to secure the Borrower's performance of its obligations as described in the Loan Agreement (CSXT 1997-A), dated October 22, 1997, between the Borrower and Kreditanstalt für Wiederaufbau, and in the Mortgage.

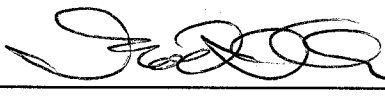
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE FIRST NATIONAL BANK OF MARYLAND

By 
Name: ROBERT D. BROWN
Title: ASSISTANT VICE PRESIDENT

Executed on this 17th day of October, 1997.

CSX TRANSPORTATION, INC.

By 
Name:
Title:

Executed on this 16th day of October, 1997.

STATE OF Maryland)
) SS.:
COUNTY OF Baltimore)

On this, the 17th day of October, 1997, before me, a Notary Public in and for said County and State, personally appeared, Robert D. Brown, who being by me duly sworn, says that (s)he is the Asst. Vice Pres. of The First National Bank of Maryland, that said instrument was signed on October 17, 1997 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Sandra T. Cucchiella
Name: Sandra T. Cucchiella
Notary Public
My Commission Expires: 5/19/98
Residing in: Baltimore, MD

STATE OF VIRGINIA)
) SS.:
CITY
~~COUNTY~~ OF RICHMOND)

On this, the 6th of October, 1997, before me, a Notary Public in and for said County and State, personally appeared David D. Owen, who being by me duly sworn, says that he is the Attorney-in-Fact of CSX Transportation, Inc., that said instrument was signed on October 16, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Louis G. Recher
Name: Louis G. Recher
Notary Public
My Commission Expires:
Residing in Richmond, VA

Notary Public - State of Virginia
Louis G. Recher
Commission Expires: March 31, 2000

EXHIBIT A
UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company AC 4400 CW Diesel Electric Locomotives	20	281-300, inclusive
General Motors Corporation (Electro-Motive Division) Model SD-70 MAC Diesel Electric Locomotives	25	700-724, inclusive